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February 27, 1990

RECORDATION NO 15625 A  
FILED 1425

FEB 27 1990 -12 10 PM  
INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee, Recordations  
Interstate Commerce Commission  
Room 2303  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

Re: Document for Recordation: Release of Security  
Interest of Old Kent Bank-Chicago to Residual  
Based Finance Corporation

Dear Ms. Lee:

I am enclosing two counterpart originals and one copy of the document described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

The document to be recorded, a secondary document, is a Release of Security Interest, dated February 21, 1990, by which all right, title and interest in and to the existing equipment covered by the Chattel Mortgage and Loan and Security Agreement, dated March 29, 1988, is released by Old Kent Bank-Chicago, formerly UnibancTrust Company, to Residual Based Finance Corporation.

The primary document to which the Release of Security Interest is connected was recorded with the Interstate Commerce Commission on May 9, 1988, and assigned Recordation No. 15625.

The names and addresses of the parties to the transaction are:

Mortgagor/Debtor: Residual Based Finance Corporation  
Three First National Plaza  
Chicago, Illinois 60602

Mortgagee/Lender: Old Kent Bank-Chicago  
(formerly UnibancTrust Company)  
Sears Tower  
233 South Wacker Drive  
Chicago, Illinois 60606

*C. O'Connell*  
*Patrick Jordan*

Ms. Mildred Lee, Recordations  
Page 2  
February 27, 1990

A general description of the equipment covered by the enclosed Release of Security Interest is contained on page two of the release.

A fee of \$15.00 is enclosed for recording the Release of Security Interest. Please stamp all counterparts of the enclosed documents with your official stamp. It is requested that additional copies of the transmittal letter and Release of Security Interest not needed by the Commission for recordation be returned to the undersigned.

A short summary of the document to appear in the index follows:

Release of Security Interest, dated February 21, 1990, to the Residual Based Finance Corporation by Old Kent Bank-Chicago, formerly UnibancTrust Company (ICC Recordation No. 15625, May 9, 1988) in connection with acquisition of and lease to the Burlington Northern Railroad Company of the equipment described in Exhibit A hereto.

Very truly yours,



Harry J. Jordan  
McInerny & Jordan  
900 Seventeenth Street, NW  
Suite 900  
Washington, DC 20006

**Interstate Commerce Commission**  
Washington, D.C. 20423

2/27/90

OFFICE OF THE SECRETARY

Harry J. Jordan  
McInerny & Jordan  
900 17th St. St. N.W. Suite-900  
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/27/90 at 12:10pm and assigned recordation number(s). 15625-A

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

RECORDATION NO 15625-A FILED 1423

FEB 27 1990 - 12 10 PM

INTERSTATE COMMERCE COMMISSION

RELEASE OF SECURITY INTEREST

**WHEREAS**, the undersigned Old Kent Bank-Chicago, formerly UnibancTrust Company ("Bank"), is the holder of a security interest in certain railroad cars (sometimes hereinafter referred to as the "Cars"), as hereinafter described, pursuant to a Secured Revolving Promissory Note, dated April 30, 1989 (the "Note"), with Residual Based Finance Corporation, the maker;

**WHEREAS**, a UCC-1 Financing Statement reflecting the security interest of the Bank in the Cars was filed in the Office of the Secretary of the State of Illinois on April 4, 1988, and assigned Recordation Number 2408876, and a recordation of the Bank's security interest in the Cars was filed with the Interstate Commerce Commission ("ICC") on May 9, 1988, and assigned Recordation Number 15625;

**WHEREAS**, as indicated in the ICC recordation, collateral for such indebtedness consists of sixty-four (64), 1980 built, 4,750 cubic foot capacity, 100-ton covered hopper cars for the transportation of grain (the "Cars") under lease with the Burlington Northern Railroad Company and bearing the following Association of American Railroads ("A.A.R.") Reporting Marks:

"OFCX"      102250-102299  
                  260391  
                  260393 - 260396  
                  260398 - 260401  
                  260403  
                  260406 - 260409

or "BN"      465001-465064;

and

**WHEREAS**, the outstanding balance due and owing on such Note and related security instruments has been paid in full and all other obligations have been satisfied;

**NOW, THEREFORE**, for good and valuable consideration, the undersigned acknowledges payment in full and does further hereby fully release its security interest and all right, title and interest it may have had pursuant to the Note, in and to the Cars described above; and further fully releases any security interest

and all right, title and interest it may have pursuant to said Note in the following collateral:

Fifty-Nine (59), 1980 built, approximately 4,750 cubic foot capacity, 100-ton covered hopper cars for the transportation of grain, bearing the following A.A.R. Reporting Marks:

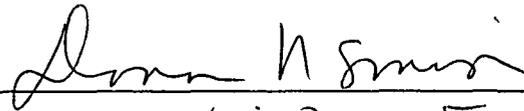
"FTCX" 80039-80065, except 80058  
80067-80100, except 80094

or "BN" 465241-465266  
465268-465300

The party below has caused this instrument to be executed in its name by its duly authorized representative on the 21st day of February, 1990.

**OLD KENT BANK-CHICAGO  
(UNIBANCTRUST COMPANY)**

By:



Senior Vice President  
Donna N. Smith

Attest:



Gregory P. Powell

STATE OF Illinois )  
COUNTY OF Cook ) ss.

On this 21st day of February, 1990, before me appeared Donna N Smith, to me personally known, who, being by me duly sworn, says that he/she is a Senior Vice President of the Old Kent Bank-Chicago, that the seal affixed to the foregoing instrument is the corporate seal of the corporation, that the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.



Jo Anne M. Luna  
Notary Public

My commission expires: 2/18/91